

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known)

Chapter 11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name APP of Southern Arizona ED, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 86-2145896

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

**5121 Maryland Way
Suite 300
Brentwood, TN 37027**

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Williamson
County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) https://apppartners.com/

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor **APP of Southern Arizona ED, LLC**
Name

Case number (if known)

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

6211**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District

When

Case number

District

When

Case number

Debtor **APP of Southern Arizona ED, LLC**
Name

Case number (if known)

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?
- ☐ No
☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor **See Schedule 1 Attached**

Relationship

District

When

Case number, if known

11. Why is the case filed in this district?

Check all that apply:

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

- ☐ It needs to be physically secured or protected from the weather.

- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☐ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☒ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000

15. Estimated Assets

☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☒ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **APP of Southern Arizona ED, LLC**
Name

Case number (if known)

16. Estimated liabilities

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☒ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Debtor **APP of Southern Arizona ED, LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **September 18, 2023**
MM / DD / YYYY**X /s/ John DiDonato**

Signature of authorized representative of debtor

John DiDonato

Printed name

Title **Chief Restructuring Officer****18. Signature of attorney****X /s/ Laura Davis Jones**

Signature of attorney for debtor

Date **September 18, 2023**

MM / DD / YYYY

Laura Davis Jones

Printed name

Pachulski Stang Ziehl & Jones LLP

Firm name

919 North Market Street**17th Floor****Wilmington, DE 19801**

Number, Street, City, State & ZIP Code

Contact phone **302-652-4100**Email address **ljones@pszjlaw.com****2436 DE**

Bar number and State

Rider 1 to Voluntary Petition

On the date hereof, each of the affiliated entities listed below, including the debtor in this chapter 11 case (collectively, the “Debtors”), filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code.

- | | |
|--|---|
| 1. AMERICAN PHYSICIAN PARTNERS, LLC | 39. APP OF MICHIGAN ED, PLLC |
| 2. AMERICAN PHYSICIAN HOLDINGS, LLC | 40. APP OF ALABAMA HM, LLC |
| 3. ALIGN, M.D., PLLC | 41. APP OF KANSAS ED, PLLC |
| 4. APP OF ALABAMA ED, LLC | 42. NETEP, PLLC |
| 5. APP OF ARKANSAS ED, PLLC | 43. KALAMAZOO EMERGENCY ASSOCIATES, PLC |
| 6. APP OF ARKANSAS HM, PLLC | 44. APP OF INDIANA ED, PLLC |
| 7. APP OF OHIO ED, PLLC | 45. APP OF INDIANA HM, PLLC |
| 8. APP OF ILLINOIS ED, PLLC | 46. APP OF SOUTHERN NEW MEXICO ED, PLLC |
| 9. APP OF ILLINOIS HM, PLLC | 47. APP OF SOUTHERN NEW MEXICO HM, PLLC |
| 10. APP OF KENTUCKY ED, PLLC | 48. APP OF KENTUCKY HM, PLLC |
| 11. APP MDPARTNERS, PLLC | 49. APP OF KANSAS HM, PLLC |
| 12. APP MDPARTNERS OF GA, LLC | 50. APP OF WESTERN KENTUCKY ED, PLLC |
| 13. APP OF NEW MEXICO ED, PLLC | 51. APP OF NEVADA ED, PLLC |
| 14. APP OF NEW MEXICO HM, PLLC | 52. APP OF EAST TENNESSEE HM, PLLC |
| 15. APP OF TENNESSEE ED, PLLC | 53. APP OF EAST TENNESSEE ED, PLLC |
| 16. APP OF TENNESSEE HM, PLLC | 54. APP TEXAS, PLLC |
| 17. APP OF WEST VIRGINIA ED, PLLC | 55. APPTEXASED, PLLC |
| 18. APP OF WEST VIRGINIA HM, PLLC | 56. EMERGIGROUP PHYSICIAN ASSOCIATES, PLLC |
| 19. CALEB CREEK EMERGENCY PHYSICIANS, PLLC | 57. KIRBY EMERGENCY PHYSICIANS, P.L.L.C. |
| 20. COOSA RIVER EMERGENCY PHYSICIANS, PLLC | 58. SAN JACINTO EMERGENCY PHYSICIANS, PLLC |
| 21. DEGARA APP, PLLC | 59. WEST HOUSTON EMERGENCY PHYSICIANS, P.L.L.C. |
| 22. DEGARA, P.L.L.C. | 60. WOODLANDS EMERGENCY PHYSICIANS, PLLC |
| 23. DEGARA GARDEN CITY, PLLC | 61. APP OF NORTH CAROLINA ED, PLLC |
| 24. DEGARA GARDEN CITY APP, PLLC | 62. APP OF NORTH CAROLINA HM, PLLC |
| 25. DEGARA APP HM, PLLC | 63. AMERICAN PHYSICIANS PARTNERS PSO, LLC |
| 26. ELITE EMERGENCY HOT SPRINGS, PLLC | 64. APP MANAGEMENT CO., LLC |
| 27. ELITE EMERGENCY MANAGEMENT, PLLC | 65. APPROVIDERS, LLC |
| 28. ELITE EMERGENCY RUSSELLVILLE, PLLC | 66. APP OF MISSISSIPPI ED LLC |
| 29. ELITE EMERGENCY SERVICES OF KENTUCKY, PLLC | 67. APP OF FLORIDA ED, LLC |
| 30. ELITE EMERGENCY SVC OF TN, PLLC | 68. APP OF FLORIDA HM, LLC |
| 31. ELITE EMERGENCY SVC OF KY, PLLC | 69. APP OF ARIZONA ED, LLC |
| 32. LITTLE RIVER EMERGENCY PHYSICIANS, PLLC | 70. APP OF GEORGIA ED, LLC |
| 33. ST. ANDREWS BAY EMERGENCY PHYSICIANS, PLLC | 71. APP OF ARIZONA HM, LLC |
| 34. STONEY BROOK EMERGENCY PHYSICIANS, PLLC | 72. APP OF MISSISSIPPI HM, LLC |
| 35. APP OF OHIO HM, PLLC | |
| 36. APP OF SOUTH CAROLINA ED, PLLC | |
| 37. APP OF SOUTH CAROLINA HM, PLLC | |
| 38. APPTEXASHM, PLLC | |

73. APP OF CENTRAL FLORIDA ED, LLC
74. APP OF SOUTHERN ARIZONA ED, LLC
75. APP OF SOUTHERN ARIZONA HM, LLC
76. NORTHEAST TENNESSEE EMERGENCY PHYSICIANS,
INC.
77. APP EMERGENCY ED TX, INC.
78. PROGRESSIVE MEDICAL ASSOCIATES, LLC
79. TRUEPARTNERS EMERGENCY PHYSICIANS LLC
80. EMERGENCY SPECIALISTS OF WELLINGTON, LLC
81. TRUEPARTNERS WESTLAKE EMERGENCY
SPECIALISTS LCC
82. TRUEPARTNERS RANCH EMERGENCY SPECIALISTS
LCC
83. TRUEPARTNERS MANATEE EMERGENCY
SPECIALISTS LCC
84. TRUEPARTNERS LAKEWOOD INPATIENT
SPECIALISTS LCC
85. TRUEPARTNERS COMANCHE EMERGENCY
SPECIALISTS LCC
86. APP AZ ED MEMBER 1, LLC
87. APP AZ ED MEMBER 2, LLC
88. APP AZ ED MEMBER 3, LLC
89. APP AZ ED MEMBER 4, LLC
90. APP AZ ED MEMBER 5, LLC
91. APP AZ ED MEMBER 6, LLC
92. CAPITAL EMERGENCY PHYSICIANS LLC
93. CAPITAL EMERGENCY PHYSICIANS MADISON LLC
94. LONGVIEW EMERGENCY MEDICINE ASSOCIATES,
P.L.L.C., D/B/A LEADING EDGE MEDICAL
ASSOCIATES, P.L.L.C.
95. ACUTE CARE SPECIALIST, LLC
96. TOWN SQUARE EMERGENCY ASSOCIATES, PLLC
97. TRUEPARTNERS NORTHWEST EMERGENCY
ASSOCIATES, PLLC
98. TEP SELECT EMERGENCY SPECIALISTS PLLC
99. TEXOMA EMERGENCY PHYSICIANS, PLLC
100. APP ICU, PLLC

ACTION TAKEN ON WRITTEN CONSENT
OF THE BOARD OF MANAGERS OF
AMERICAN PHYSICIAN PARTNERS, LLC

Effective as of September 18, 2023

Pursuant to the provisions of applicable law, the undersigned Board of Managers of American Physician Partners, LLC, a Delaware limited liability company (“APP”), consisting of James Decker and Jay Martus, each appointed pursuant to Section 5.3 of the Fifth Amended and Restated Limited Liability Company Agreement dated as of March 2, 2023, as amended by that certain Written Consent of the Members dated as of May 10, 2023, (the “Board”) does hereby take the following actions and adopt the following resolutions by written consent, in lieu of a special meeting of the Board, as of the date hereof, and hereby direct that this Omnibus Written Consent be filed with the minutes and the proceedings of APP.

WHEREAS, the Board has reviewed the historical performance of APP and its subsidiaries and the current and long-term liabilities of APP and its subsidiaries;

WHEREAS, the Companies’ working capital has dissipated to the point where the Companies will be unable to continue operations;

WHEREAS, the Companies contacted potential acquirers to discuss potential acquisitions of some or all of the Companies and some or all of the assets of the Companies without success;

WHEREAS, the Companies contacted qualified investors, including existing investors and creditors of the Companies, seeking commitment for an equity investment or the provision of further financing without success;

WHEREAS, the Companies contacted potential replacement financing parties to discuss potential financings to provide incremental capital to the business replacing its existing lenders without success;

WHEREAS, the Companies proceeded to embark on a transition of emergency room and hospital services to alternative service providers and its health system/hospital partners avoiding any interruption in those services and were successful in that complete transition and as of August 1, 2023 were no longer providing any such services;

WHEREAS, since August 1, 2023, the Companies have been conducting an orderly winddown of their remaining businesses;

WHEREAS, the Board has reviewed the materials presented by the management of and the advisors to APP regarding alternatives available to complete the winddown of the Companies in the most efficient and value maximizing manner;

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of APP, its creditors, employees, stockholders and other stakeholders that a petition be filed by APP and each of its subsidiaries and/or affiliated companies

under the management of APP set forth on Schedule 1 attached hereto (collectively with APP, the “Companies”) seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”);

RESOLVED, that the following persons, John C. DiDonato, James Nugent, and Andrew McQueen, each in his capacity as an officer or authorized signatory of each Company (each, an “Authorized Officer”) be, and each of them hereby is, authorized, empowered and directed on behalf of the Companies to execute, verify and file all petitions, schedules, lists, and other papers or documents, and to take and perform any and all further actions and steps that any such Authorized Officer deems necessary, desirable and proper in connection with the Companies’ chapter 11 case, with a view to the successful prosecution of such case;

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed on behalf of the Companies to retain the law firm of Pachulski Stang Ziehl & Jones LLP (“PSZ&J”) as bankruptcy counsel to represent and assist the Companies in carrying out its and their duties under chapter 11 of the Bankruptcy Code, and to take any and all actions to advance the Companies’ rights in connection therewith, and the Authorized Officers be, and each of them hereby is, authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy, and to cause to be filed an appropriate application for authority to retain the services of PSZ&J;

RESOLVED, that the Authorized Officers, on behalf of each Company, are authorized, empowered and directed to continue the engagement of the law firm of Bass, Berry & Sims PLC (“BBS”) as continuing corporate and regulatory counsel as well as limited co-bankruptcy counsel to represent and assist the Companies in carrying out their duties under chapter 11 of the Bankruptcy Code, and to take any and all actions to advance each Company’s rights in connection therewith, and the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy, and to cause to be filed an appropriate application for authority to retain the services of BBS;

RESOLVED, that Andrew McQueen is authorized, empowered and directed on behalf of each Company to retain the services of Huron Consulting Group (“Huron”) as its Chief Restructuring Officer (“CRO”), Interim Chief Executive Officer and Deputy CRO, and other members of the CRO team, and in connection therewith, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy, and to cause to be filed an appropriate application for authority to retain the services of Novo;

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed on behalf of the Companies to employ any other professionals necessary to assist the Companies in carrying out their duties under the Bankruptcy Code and, in connection therewith, to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 case and cause to be filed appropriate applications with the bankruptcy court for authority to retain the services of any other professionals, as necessary, and on such terms as are deemed necessary, desirable and proper;

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed on behalf of the Companies to obtain post-petition financing according to terms which may be negotiated by the management of the Companies, including under debtor-in-possession credit facilities or the use of cash collateral; and to enter into any guaranties and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such post-petition financing or cash collateral agreement and, in connection therewith, to execute appropriate loan agreements, cash collateral agreements and related ancillary documents;

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of each Company that each Company sell any remaining assets and, therefore, each Company is hereby authorized to enter into an asset purchase agreement to effectuate such sale(s) on such terms that the Authorized Officers of the Companies determine will maximize value, and each Company is further authorized to file a motion to approve such sale(s) and for any related relief, or to approve a sale or sales to a higher and better bidder, and to close such sale(s), subject to bankruptcy court approval in such Company's chapter 11 proceedings;

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed on behalf of the Companies to take any and all actions, to execute, deliver, certify, file and/or record and perform any and all documents, agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities or certificates and to take any and all actions and steps deemed by any such Authorized Officer to be necessary or desirable to carry out the purpose and intent of each of the foregoing resolutions and to effectuate a successful chapter 11 case, including, but not limited to the development, filing and prosecution to confirmation of a chapter 11 plan and related disclosure statement;

RESOLVED, that this consent and signature pages hereto may be executed and delivered by electronic means (including, without limitation, electronic image, facsimile, DocuSign, ".pdf", ".tif" and ".jpeg"), and thereupon shall be treated in each case and in all manner and respects and for all purposes as an original and shall be considered to have the same binding legal effect as if it were an original manually-signed counterpart hereof delivered in person;

RESOLVED, that this consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. One or more counterparts or copies of this consent, or signature pages hereto, may be executed by one or more of the undersigned, and some different counterparts, copies or signature pages executed by one or more of the other undersigned. Each counterpart or copy hereof so executed by any of the undersigned shall be binding upon the undersigned executing same even though any other undersigned may execute one or more different counterparts, copies or signature pages, and all counterparts or copies hereof (including any such signature pages) so executed shall constitute one and the same consent. Each of the undersigned, by execution of one or more counterparts or copies hereof or signature pages hereto, expressly authorizes and directs the secretary or any assistant secretary of APP, or counsel to APP, to affix the signature pages executed by the authorizing undersigned to one or more other counterparts or copies hereof so that upon execution of multiple counterparts or copies hereof or signature pages hereto by all of the undersigned, there shall be one or more counterparts or copies hereof to which is attached signature pages containing signatures of all of the undersigned;

RESOLVED, that any and all actions heretofore taken by any Authorized Officer of the Companies in the name and on behalf of any Company in furtherance of the purpose and intent of any or all of the foregoing resolutions be, and hereby are, ratified, confirmed, and approved in all respects.

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first set forth above on behalf of APP.

BOARD:

James Decker

JAMES DECKER

JAY MARTUS

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first set forth above on behalf of APP.

BOARD:

JAMES DECKER

Jay Martus

JAY MARTUS

Schedule 1

Alabama

APP OF ALABAMA ED, LLC

Arizona

APP AZ ED MEMBER 1, LLC

APP AZ ED MEMBER 2, LLC

APP AZ ED MEMBER 3, INC.

APP AZ ED MEMBER 4, INC.

APP AZ ED MEMBER 5, INC.

APP AZ ED MEMBER 6, INC.

PROGRESSIVE MEDICAL ASSOCIATES, LLC

Delaware

AMERICAN PHYSICIAN HOLDINGS, LLC

APP MANAGEMENT CO., LLC

Florida

APPROVIDERS, LLC

EMERGENCY SPECIALIST OF WELLINGTON, LLC

TRUE PARTNERS EMERGENCY PHYSICIANS, LLC

TRUEPARTNERS LAKEWOOD INPATIENT SPECIALISTS LLC

TRUEPARTNERS MANATEE EMERGENCY SPECIALISTS LLC

TRUEPARTNERS RANCH EMERGENCY SPECIALISTS LLC

TRUEPARTNERS WESTLAKE EMERGENCY SPECIALISTS LLC

Georgia

APP MDPARTNERS OF GA, LLC

Kentucky

ELITE EMERGENCY SERVICES OF KENTUCKY, PLLC

ELITE EMERGENCY SVC OF KY, PLLC

Michigan

DEGARA, P.L.L.C.

DEGARA GARDEN CITY, PLLC

KALAMAZOO EMERGENCY ASSOCIATES, PLC

Mississippi

CAPITAL EMERGENCY PHYSICIANS LLC

CAPITAL EMERGENCY PHYSICIANS MADISON LLC

Oklahoma

TRUEPARTNERS COMANCHE EMERGENCY SPECIALISTS, LLC

Tennessee

ALIGN, M.D., PLLC
APP MDPARTNERS, PLLC
APP OF ALABAMA HM, LLC
APP OF ARKANSAS ED, PLLC
APP OF ARKANSAS HM, PLLC
APP ICU, PLLC
APP OF EAST TENNESSEE ED, PLLC
APP OF EAST TENNESSEE HM, PLLC
APP OF ILLINOIS HM, PLLC
APP OF ILLINOIS ED, PLLC
APP OF INDIANA ED, PLLC
APP OF INDIANA HM, PLLC
APP OF KANSAS ED, PLLC
APP OF KANSAS HM, PLLC
APP OF KENTUCKY ED, PLLC
APP OF KENTUCKY HM, PLLC
APP OF MICHIGAN ED, PLLC
APP OF NEVADA ED, PLLC
APP OF NEW MEXICO ED, PLLC
APP OF NEW MEXICO HM, PLLC
APP OF NORTH CAROLINA ED, PLLC
APP OF NORTH CAROLINA HM, PLLC
APP OF OHIO ED, PLLC
APP OF OHIO HM, PLLC
APP OF SOUTH CAROLINA ED, PLLC
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APP OF SOUTHERN NEW MEXICO ED, PLLC
APP OF SOUTHERN NEW MEXICO HM, PLLC
APP OF TENNESSEE ED, PLLC
APP OF TENNESSEE HM, PLLC
APP OF WESTERN KENTUCKY ED, PLLC
APP OF WEST VIRGINIA ED, PLLC
APP OF WEST VIRGINIA HM, PLLC
APPTEXASED, PLLC
APPTEXASHM, PLLC
CALEB CREEK EMERGENCY PHYSICIANS, PLLC
COOSA RIVER EMERGENCY PHYSICIANS, PLLC
DEGARA APP, PLLC
DEGARA APP HM, PLLC
DEGARA GARDEN CITY APP, PLLC
ELITE EMERGENCY HOT SPRINGS, PLLC
ELITE EMERGENCY MANAGEMENT, PLLC

ELITE EMERGENCY RUSSELLVILLE, PLLC
ELITE EMERGENCY SVC OF TN, PLLC
LITTLE RIVER EMERGENCY PHYSICIANS, PLLC
NETEP, PLLC
ST. ANDREWS BAY EMERGENCY PHYSICIANS, PLLC
STONEY BROOK EMERGENCY PHYSICIANS, PLLC
APP OF ARIZONA ED, LLC
APP OF ARIZONA HM, LLC
APP OF CENTRAL FLORIDA ED, LLC
APP OF FLORIDA ED, LLC
APP OF FLORIDA HM, LLC
APP OF GEORGIA ED, LLC
APP OF MISSISSIPPI ED, LLC
APP OF MISSISSIPPI HM, LLC
APP OF SOUTHERN ARIZONA ED, LLC
APP OF SOUTHERN ARIZONA HM, LLC
NORTHEAST TENNESSEE EMERGENCY PHYSICIANS, INC.
AMERICAN PHYSICIAN PARTNERS PSO, LLC

Texas

APP TEXAS, PLLC
LONGVIEW EMERGENCY MEDICINE ASSOCIATES, P.L.L.C., D/B/A LEADING EDGE
MEDICAL ASSOCIATES
ACUTE CARE SPECIALIST, LLC
EMERGIGROUP PHYSICIAN ASSOCIATES, PLLC
KIRBY EMERGENCY PHYSICIANS, P.L.L.C.
SAN JACINTO EMERGENCY PHYSICIANS, PLLC
WEST HOUSTON EMERGENCY PHYSICIANS, P.L.L.C.
WOODLANDS EMERGENCY PHYSICIANS, PLLC
TRUEPARTNERS NORTHWEST EMERGENCY ASSOCIATES, PLLC
TEP SELECT EMERGENCY SPECIALISTS, PLLC
TOWN SQUARE EMERGENCY ASSOCIATES, PLLC
TEXOMA EMERGENCY PHYSICIANS, PLLC
APP EMERGENCY ED TX, INC.

OMNIBUS WRITTEN CONSENT
OF THE SUBSIDIARIES OF AMERICAN PHYSICIAN PARTNERS, LLC

Effective as of September 18, 2023

Pursuant to the provisions of applicable law, the undersigned:

- (i) American Physician Partners, LLC, a Delaware limited liability company ("APP"), being the sole member (in such capacity, "APP Sole Member") of each of the companies listed on Schedule 1 hereto ("Schedule 1 Entities");
- (ii) American Physician Holdings, LLC, being (a) the sole member (in such capacity, "APH Sole Member") of each of the companies listed on Schedule 2 hereto ("Schedule 2 Entities") and (b) the sole shareholder (in such capacity, "APH Sole Shareholder") of each of the companies listed on Schedule 3 hereto ("Schedule 3 Entities");
- (iii) APP of Arizona ED, LLC, being (a) the sole member (in such capacity, "AZ Sole Member") of each of the companies listed on Schedule 4 hereto ("Schedule 4 Entities"), and (b) being the sole shareholder (in such capacity, "AZ Sole Shareholder") of each of the companies listed on Schedule 5 hereto ("Schedule 5 Entities");
- (iv) Each of (a) APP of Arizona ED, LLC, (b) APP AZ ED Member 1, LLC, (c) APP AZ ED Member 2, LLC, (d) APP AZ ED Member 3, Inc., (e) APP AZ ED Member 4, Inc., (f) APP AZ ED Member 5, Inc., and (g) APP AZ ED Member 6, Inc., (collectively, the "PMA Members") constituting all of the members of Progressive Medical Associates, LLC, an Arizona limited liability company ("PMA"); and
- (v) APP of Mississippi ED, LLC, being the sole member (in such capacity, "MS Sole Member"); and together with APP Manager, APP Sole Member, APH Sole Member, APH Sole Shareholder, AZ Sole Member, AZ Sole Shareholder and the PMA Members, each a "Governing Body" and collectively, the "Governing Bodies") of each of the companies listed on Schedule 6 hereto ("Schedule 6 Entities"; and together with APP, the Schedule 1 Entities, the Schedule 2 Entities, the Schedule 3 Entities, the Schedule 4 Entities, the Schedule 5 Entities and PMA, collectively, the "Companies" and each a "Company"),

hereby take the following actions and adopt the following resolutions by written consent, in lieu of a special meeting of the Governing Bodies, as of the date hereof, and hereby direct that this Omnibus Written Consent be filed with the minutes and the proceedings of each Company.

WHEREAS, the Governing Bodies have reviewed the historical performance and the current and long-term liabilities of each Company;

WHEREAS, the Companies' working capital has dissipated to the point where the Companies will be unable to continue operations;

WHEREAS, the Companies contacted potential acquirers to discuss potential acquisitions of some or all of the Companies and some or all of the assets of the Companies without success;

WHEREAS, the Companies contacted qualified investors, including existing investors and creditors of the Companies, seeking commitment for an equity investment or the provision of further financing without success;

WHEREAS, the Companies contacted potential replacement financing parties to discuss potential financings to provide incremental capital to the business replacing its existing lenders without success;

WHEREAS, the Companies proceeded to embark on a transition of emergency room and hospital services to alternative service providers and its health system/hospital partners avoiding any interruption in those services and were successful in that complete transition and as of August 1, 2023 were no longer providing any such services;

WHEREAS, since August 1, 2023, the Companies have been conducting an orderly winddown of their remaining businesses;

WHEREAS, the Governing Bodies have reviewed the materials presented by the management of and the advisors to each Company regarding alternatives available to complete the winddown of the Companies in the most efficient and value maximizing manner;

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Governing Bodies, it is desirable and in the best interests of each Company, its creditors, employees, stockholders and other stakeholders, that a petition be filed by each Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”);

RESOLVED, that the following persons, John C. DiDonato, James Nugent, and Andrew McQueen, each in his capacity as an officer or authorized signatory of each Company or an officer of the applicable Governing Body thereof, (each, an “Authorized Officer”, and collectively, “Authorized Officers”) be, and each of them hereby is, authorized, empowered and directed on behalf of each Company to execute, verify and file all petitions, schedules, lists, and other papers or documents, and to take and perform any and all further actions and steps that any such Authorized Officer deems necessary, desirable and proper in connection with the chapter 11 case of such Company, with a view to the successful prosecution of such cases;

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed on behalf of each Company to retain the law firm of Pachulski Stang Ziehl & Jones LLP (“PSZ&J”) as bankruptcy counsel to represent and assist each Company in carrying out its duties under chapter 11 of the Bankruptcy Code, and to take any and all actions to advance each Company’s rights in connection therewith, and to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy, and to cause to be filed an appropriate application for authority to retain the services of PSZ&J;

RESOLVED, that the Authorized Officers, on behalf of each Company, are authorized, empowered and directed to continue the engagement of the law firm of Bass, Berry & Sims PLC (“BBS”) as continuing corporate and regulatory counsel as well as limited co-bankruptcy counsel to represent and assist the Companies in carrying out their duties under chapter 11 of the Bankruptcy Code, and to take any and all actions to advance each Company’s rights in connection therewith, and the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy, and to cause to be filed an appropriate application for authority to retain the services of BBS;

RESOLVED, that Andrew McQueen is authorized, empowered and directed on behalf of each Company to retain the services of Huron Consulting Group (“Huron”) as its Chief Restructuring Officer (“CRO”), Interim Chief Executive Officer and Deputy CRO, and other members of the CRO team, and in connection therewith, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy, and to cause to be filed an appropriate application for authority to retain the services of Novo;

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed on behalf of each Company to employ any other professionals necessary to assist each Company in carrying out its duties under the Bankruptcy Code and, in connection therewith, to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 cases and cause to be filed appropriate applications with the bankruptcy court for authority to retain the services of any other professionals, as necessary, and on such terms as are deemed necessary, desirable and proper;

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed on behalf of the Companies to obtain post-petition financing according to terms which may be negotiated by the management of each Company, including under debtor-in-possession credit facilities or the use of cash collateral, and to enter into any guaranties and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such post-petition financing or cash collateral agreement and, in connection therewith, to execute appropriate loan agreements, cash collateral agreements and related ancillary documents;

RESOLVED, that in the judgment of the Governing Bodies, it is desirable and in the best interests of each Company that each Company sell any remaining assets and, therefore, each Company is hereby authorized to enter into an asset purchase agreement to effectuate such sale(s) on such terms that the Authorized Officers of the Companies determine will maximize value, and each Company is further authorized to file a motion to approve such sale(s) and for any related relief, or to approve a sale or sales to a higher and better bidder, and to close such sale(s), subject to bankruptcy court approval in such Company’s chapter 11 proceedings;

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed on behalf of the Companies to take any and all actions, to execute, deliver, certify, file, and/or record and perform any and all documents, agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities or certificates and to take any and all actions and steps deemed by any such Authorized Officer to be

necessary or desirable to carry out the purpose and intent of each of the foregoing resolutions and to effectuate successful chapter 11 cases, including, but not limited to the development, filing and prosecution to confirmation of a chapter 11 plan and related disclosure statement;

RESOLVED, that this consent and signature pages hereto may be executed and delivered by electronic means (including, without limitation, electronic image, facsimile, DocuSign, ".pdf", ".tif" and ".jpeg"), and thereupon shall be treated in each case and in all manner and respects and for all purposes as an original and shall be considered to have the same binding legal effect as if it were an original manually-signed counterpart hereof delivered in person;

RESOLVED, that this consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. One or more counterparts or copies of this consent, or signature pages hereto, may be executed by one or more of the undersigned, and some different counterparts, copies or signature pages executed by one or more of the other undersigned. Each counterpart or copy hereof so executed by any of the undersigned shall be binding upon the undersigned executing same even though any other undersigned may execute one or more different counterparts, copies or signature pages, and all counterparts or copies hereof (including any such signature pages) so executed shall constitute one and the same consent. Each of the undersigned, by execution of one or more counterparts or copies hereof or signature pages hereto, expressly authorizes and directs the secretary or any assistant secretary of such Company, or counsel to such Company, to affix the signature pages executed by the authorizing undersigned to one or more other counterparts or copies hereof so that upon execution of multiple counterparts or copies hereof or signature pages hereto by all of the undersigned, there shall be one or more counterparts or copies hereof to which is attached signature pages containing signatures of all of the undersigned;

RESOLVED, that any and all actions heretofore taken by any Authorized Officer in the name or on behalf of any Company in furtherance of the purpose and intent of any or all of the foregoing resolutions be, and hereby are, ratified, confirmed, and approved in all respects.

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first set forth above on behalf of each Company.

AMERICAN PHYSICIAN PARTNERS, LLC,
as the sole member of each of the Schedule 1
Entities

By: Andrew McQueen
Name: Andrew McQueen
Title: Senior Vice President, Chief Development
Officer & Secretary

AMERICAN PHYSICIAN HOLDINGS, LLC,
as the sole member of each of the Schedule 2
Entities and the sole shareholder of each of the
Schedule 3 Entities

By: Andrew McQueen
Name: Andrew McQueen
Title: Senior Vice President, Chief Development
Officer & Secretary

APP OF ARIZONA ED, LLC, as the sole member
of each of the Schedule 4 Entities and the sole
shareholder of each of the Schedule 5 Entities

By: Andrew McQueen
Name: Andrew McQueen
Title: Senior Vice President, Chief Development
Officer & Secretary

APP OF MISSISSIPPI ED, LLC, as the sole
member of each of the Schedule 6 Entities

By: Andrew McQueen
Name: Andrew McQueen
Title: Senior Vice President, Chief Development
Officer & Secretary

PMA MEMBERS:

APP OF ARIZONA ED, LLC

By: Andrew McQueen

Name: Andrew McQueen

Title: Senior Vice President, Chief Development
Officer & Secretary

APP AZ ED MEMBER 1, LLC

APP AZ ED MEMBER 2, LLC

APP AZ ED MEMBER 3, INC.

APP AZ ED MEMBER 4, INC.

APP AZ ED MEMBER 5, INC.

APP AZ ED MEMBER 6, INC.

By: Andrew McQueen

Name: Andrew McQueen

Title: Secretary

Schedule 1

1. American Physician Partners PSO, LLC, a Tennessee limited liability company
2. American Physician Holdings, LLC, a Delaware limited liability company

Schedule 2

Tennessee

1. APP of Arizona ED, LLC, a Tennessee limited liability company
2. APP of Arizona HM, LLC, a Tennessee limited liability company
3. APP of Central Florida ED, LLC, a Tennessee limited liability company
4. APP of Florida ED, LLC, a Tennessee limited liability company
5. APP of Florida HM, LLC, a Tennessee limited liability company
6. APP of Georgia ED, LLC, a Tennessee limited liability company
7. APP of Mississippi ED, LLC, a Tennessee limited liability company
8. APP of Mississippi HM, LLC, a Tennessee limited liability company
9. APP of Southern Arizona ED, LLC, a Tennessee limited liability company
10. APP of Southern Arizona HM, LLC, a Tennessee limited liability company

Delaware

11. APP Management Co., LLC, a Delaware limited liability company

Florida

12. APProviders, LLC, a Florida limited liability company
13. Emergency Specialists of Wellington, LLC, a Florida limited liability company
14. True Partners Emergency Physicians, LLC, a Florida limited liability company
15. TruePartners Lakewood Inpatient Specialists LLC, a Florida limited liability company
16. TruePartners Manatee Emergency Specialists LLC, a Florida limited liability company
17. TruePartners Ranch Emergency Specialists LLC, a Florida limited liability company
18. TruePartners Westlake Emergency Specialists LLC, a Florida limited liability

Oklahoma

19. TruePartners Comanche Emergency Specialists, LLC, an Oklahoma limited liability company

Schedule 3

1. APP Emergency ED TX, Inc., a Texas non-profit corporation
2. Northeast Tennessee Emergency Physicians, Inc., a Tennessee corporation

Schedule 4

1. APP AZ ED Member 1, LLC, an Arizona limited liability company
2. APP AZ ED Member 2, LLC, an Arizona limited liability company

Schedule 5

1. APP AZ ED Member 3, Inc., an Arizona corporation
2. APP AZ ED Member 4, Inc., an Arizona corporation
3. APP AZ ED Member 5, Inc., an Arizona corporation
4. APP AZ ED Member 6, Inc., an Arizona corporation

Schedule 6

1. Capital Emergency Physicians LLC, a Mississippi limited liability company
2. Capital Emergency Physicians Madison LLC, a Mississippi limited liability company

35873961.5

Fill in this information to identify the case:Debtor name American Physician Partners, LLC, et al.United States Bankruptcy Court for the District of Delaware
(State)

Case number (if known): _____

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (on a Consolidated Basis)****12/15**

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1. R1 Medical Consultants Inc. PO Box 735160 Dallas, TX 75373-5160	Jackie Willett Tel. 682.365.2834 Email: jwillett@r1rcm.com	Trade Claim				\$23,849,404
2. Jefferies 520 Madison Ave. 6 th Floor New York, NY 10022	Jeffrey Finger Tel: 212-708-2733 Email: jfinger@jefferies.com	Trade Claim				2,300,000
3. Sapientes Funding II 830 East Platte Ave Fort Morgan, CO 80701	Tyler Marsh Tel. 970.370.6507 Email: Tyler.Marsh@wakeassoc.com	Purchase Agreement	Contingent Unliquidated			\$1,900,000
4. Staff Care, Inc. PO BOX 281923 Atlanta, GA 30384-1923	Don Robb Tel. 469.417.7502 Email: don.robb@amnhealthcare.com	Trade Claim				\$1,627,858
5. CompHealth / Weatherby Locums, Inc. PO BOX 972651 Dallas, TX 75397-2651	Angela Brown Tel. 800.328.3021 Email: angela.brown@chghealthcare.com	Trade Claim				\$1,358,921

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
6. Willis Towers Watson 29982 Network Place Chicago, IL 60673-1299	James O'Dell Tel: 615-872-3000 Email: james.odell@wtwco.com	Trade Claim				\$1,355,216
7. Scribe America PO BOX 417756 Boston, MA 02241-7756	Michael Welch Tel. 786.279.1060 Email: Michael.welch@scribeamerica.com	Trade Claim				\$1,001,477
8. LocumTenens.com PO BOX 405547 Atlanta, GA 30384	Kimberly Lackey Tel. 678.327.0487 Email: kimberly.lackey@locumtenens.com	Trade Claim				\$613,230
9. Health Carousel LLC PO Box 715806 Cincinnati, OH 45271-5806	Shawna Leftwich Tel. 817.852.6696 Email: shawna.leftwich@healthcarousel.com	Trade Claim				\$574,086
10. Signify Health 4055 Valley View Lane Suite 700 Dallas, TX 75244	Gregory McLemon Tel: 855-984-5121 Email: gmclemon@signifyhealth.com	Trade Claim				\$472,000
11. Brentwood Capital 5000 Meridian Blvd. Suite 350 Franklin, TN 37067	L.A. Galyon IV Tel: 615-224-3830 Email: LaGalyon@brentwoodcapital.com	Trade Claim				\$400,000
12. Dennis Deruell ADDRESS ON FILE	Dennis Deruell Tel. 813.966.1077 Email: deruelle.md@gmail.com	Severance				\$343,200
13. AB Staffing Solutions 3451 S Mercy Road Suite 102 Gilbert, AZ 85297	Jen Loge, Payroll Specialist Tel. 480.237.4673 Email: jloge@abstaffing.com	Trade Claim				\$323,499

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
14. Interim Physicians PO BOX 679139 Dallas, TX 75267	Tim Sarlone Tel. 314.744.3077 Email: tim.sarlone@interimphysicians.com	Trade Claim				\$311,563
15. QGenda, LLC 3280 Peachtree Road NE Suite 1400 Atlanta, GA 30305	Steve Rzasnicki Tel. 770.399.9945 x9175 Email: steve.rzasnicki@qgenda.com	Trade Claim				\$254,695
16. ProScribe 16414 San Pedro Ave Suite 525 San Antonio, TX 78232	Samantha Chacon, Accounts Receivable Tel. 210.240.0558 Email: ar@proscribemd.com	Trade Claim				\$251,688
17. Franciscan Physicians Network 38005 Eagle Way Chicago, IL 60678-1800	Joe Stuteville, Media Relations Manager Tel. 317.528.7986 Email: Joe.Stuteville@FranciscanAlliance.org	Trade Claim				\$238,764
18. SHI International Corp PO Box 952121 Dallas, TX 75395-2121	Ryan Wahl Tel. 737.208.7304 Email: ryan_wahl@shi.com	Trade Claim				\$236,795
19. WMU School of Medicine PO Box 50391 Kalamazoo, MI 49005-0391	Amy Smithchols Tel: 269.337.4400 Email: Amy.Smithchols@wmed.edu	Trade Claim				\$223,772
20. Atlas Physicians, LLC 122 Jackson Street Suite 1A Hoboken, NJ 07030-6084	Anthony Ruvo Tel. 315.975.7591 Email: a.ruvo@atlasemergencyp hysicians.com	Trade Claim				\$197,081
21. Elevate Healthcare Consultants 3811 Turtle Creek Blvd Suite 850 Dallas, TX 75219	Evan Hale Tel. 972.954.6911 Email: evan.hale@elevatehcc.com	Trade Claim				\$170,527

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
22.BDO Consulting Group, LLC 1180 Peachtree Street Suite1950 Atlanta, GA 30309	Baker Smith Tel: 404-979-7145 Email: bsmith@bdo-ba.com	Trade Claim				\$149,927
23.Lexx Healthcare, LLC 210 N University Drive Suite 502 Coral Springs, FL 33071	Antonny Agudelo, Director of Accounting Tel. 888.440.8111 Email: antonny.agudelo@lexxhealth.com	Trade Claim				\$138,519
24.UKG Inc. PO Box 930953 Atlanta, GA 31193-0953	Susan Brown, Lead Services Project Manager Tel. 480.262.0450 Email: susan.e.brown@ukg.com	Trade Claim				\$127,420
25.Holland & Knight LLP 511 Union Street Suite 2700 Nashville, TN 37219	Vinh Duong, Partner Tel. 615.850.8936 Email: vinh.duong@hklaw.com	Trade Claim				\$122,663
26.Waller Lansden Dortch & Davis, LLP PO BOX 415000 Nashville, TN 37241	Vinh Duong Tel: 615-244-6380 Email: Vinh.Duong@wallerlaw.com	Trade Claim				\$107,471
27.Marlab Incorporated 23434 North 78th Street Scottsdale, AZ 85255	Balram Bhandari Tel. 480.251.5973 Email: balram@gomarlab.com	Trade Claim				\$97,831
28.Sumo Medical Staffing 71 E Wadsworth Park Dr Draper, UT 84020	Jeff Parker Tel. 801.251.0502 Email: jeff.parker@sumostaffing.com	Trade Claim				\$96,245
29.Medici Group PLLC 11 Overlook Ridge Drive Suite 426 Revere, MA 02151	Carlos Echevarria Tel: 305-676-5760 Email: carlechmd@outlook.com	Trade Claim				\$81,313

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
30. Mingle Healthcare Solutions 8911 S Sandy Parkway Suite 200 Sandy, UT 84070	Alyssa Royer, Collections Specialist Tel. 207.805.2290 Email: Alyssa.Royer@MingleHealth.com	Trade Claim	Disputed			\$77,616

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)
) Chapter 11
)
 APP OF SOUTHERN ARIZONA ED, LLC,) Case No. 23-____ (____)
)
 Debtor.) (Joint Administration Requested)
)

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned authorized officer of the above-captioned Debtor, certifies that the following is a corporation other than the Debtor, or a governmental unit, that directly or indirectly owns 10% or more of any class of the corporation's equity interests, or states that there are no entities to report under FRBP 7007.1.

☐None [*check if applicable*]

Name: American Physician Holdings, LLC
Address: 5121 Maryland Way Suite 300
Brentwood, TN 37027

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

APP OF SOUTHERN ARIZONA ED, LLC,

Debtor.

) Chapter 11
)
) Case No. 23-____ (____)
)
) (Joint Administration Requested)
)

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case:

Equity Holder	Address of Equity Holder	Percentage of Equity Held
American Physician Holdings, LLC	5121 Maryland Way Suite 300 Brentwood, TN 37027	100%

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

APP OF SOUTHERN ARIZONA ED, LLC,

Debtor.

) Chapter 11
)
) Case No. 23-____ (____)
)
) (Joint Administration Requested)
)

CERTIFICATION OF CREDITOR MATRIX

Pursuant to Rule 1007-2 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware, the above captioned debtor and its affiliated debtors in possession (collectively, the “Debtors”)¹ hereby certify that the *Creditor Matrix* submitted herewith contains the names and addresses of the Debtors’ creditors. To the best of the Debtors’ knowledge, the *Creditor Matrix* is complete, correct, and consistent with the Debtors’ books and records.

The information contained herein is based upon a review of the Debtors' books and records as of the petition date. However, no comprehensive legal and/or factual investigations with regard to possible defenses to any claims set forth in the *Creditor Matrix* have been completed. Therefore, the listing does not, and should not, be deemed to constitute: (1) a waiver of any defense to any listed claims; (2) an acknowledgement of the allowability of any listed claims; and/or (3) a waiver of any other right or legal position of the Debtors.

¹ A complete list of each of the Debtors in these Chapter 11 Cases may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://dm.epiq11.com/AmericanPhysicianPartners>. The location of American Physician Partners, LLC's principal place of business and the Debtors' service address in these Chapter 11 Cases is 5121 Maryland Way, Suite 300, Brentwood, TN 37027.

Fill in this information to identify the case:Debtor name APP of Southern Arizona ED, LLCUnited States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration **List of Equity Holders; Corporate Ownership Statement; and Creditor Matrix Verification**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on September 18, 2023**X /s/ John DiDonato**

Signature of individual signing on behalf of debtor

John DiDonato

Printed name

Chief Restructuring Officer

Position or relationship to debtor